

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE: TELEGLOBE COMMUNICATIONS
CORPORATION, *et al.*,

Debtors.

TELEGLOBE USA INC. *et al.*,

Plaintiffs,

V.

BCE INC. *et al.*,

Defendants.

Chapter 11

Jointly Administered

Bankr. Case No. 02-11518 (MFW)

Civ. Action No. 04-1266 (SLR)

DECLARATION OF STEPHEN J. MARZEN

Stephen J. Marzen declares under penalty of perjury:

1. I am a partner at Shearman & Sterling, LLP, representing Defendants in the above-captioned matter.

2. I make this affidavit in support of Defendants' Motion *in Limine* to Exclude the Testimony of Carlyn Taylor and the Related Testimony of Paul Charnetzki. The depositions referenced herein were taken by Defendants during the course of the above-captioned lawsuit.

3. Attached as Exhibit 1 to this Declaration is a true and correct copy of the Debtors' Motion for Order (A) Authorizing Global Bidding Process with Respect to United States Assets, (B) Approving Bidding Procedures in Connection Therewith, (C) Fixing Cure Amounts, Notice Procedures and Approving Form and Manner of Notice, (D) Setting Date and Time for Hearing on Proposed Sale Resulting from Global Bidding Process with Respect to United States Assets, and (E) Approval of Sale Transaction, which was filed with the United States Bankruptcy Court for the District of Delaware ("Bankruptcy Court") on June 10, 2002.

4. Attached as Exhibit 2 to this Declaration is a true and correct copy of the transcript of a June 24, 2002 hearing held before the Bankruptcy Court.

5. Attached as Exhibit 3 to this Declaration is a true and correct copy of the Bankruptcy Court's June 24, 2002 Order (A) Authorizing Global Bidding Process with Respect to United States Assets, (B) Approving Bidding Procedures in Connection Therewith, (C) Fixing Cure Amounts, Notice Procedures and Approving Form and Manner of Notice, and (D) Setting Date for Hearing on Proposed Sale Resulting from Global Bidding Process with Respect to United States Assets.

6. Attached as Exhibit 4 to this Declaration is a true and correct copy of the Affidavit of Benjamin J. Babcock, filed with the Bankruptcy Court on October 8, 2002.

7. Attached as Exhibit 5 to this Declaration is a true and correct copy of the Affidavit of John Brunette, filed with the Bankruptcy Court on October 8, 2002.

8. Attached as Exhibit 6 to this Declaration is a true and correct copy of the transcript of a October 9, 2002 hearing held before the Bankruptcy Court.

9. Attached as Exhibit 7 to this Declaration is a true and correct copy of the Bankruptcy Court's October 10, 2002 Order Pursuant to Sections 105(a), 363(b) and (f), and 1146(c) of the Bankruptcy Code Authorizing Debtors to Consummate Purchase Agreement with TLGB Acquisition LLC.

10. Attached as Exhibit 8 to this Declaration is a true and correct copy of the Expert Report of Carlyn Taylor, dated March 8, 2006.

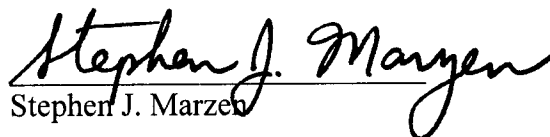
11. Attached as Exhibit 9 to this Declaration is a true and correct copy of excerpts from the Expert Report of Paul Charnetzki, dated March 8, 2006.

12. Attached as Exhibit 10 to this Declaration is a true and correct copy of deposition transcript excerpts from the May 9, 2006 deposition of Carlyn Taylor.

13. Attached as Exhibit 11 to this Declaration is a true and correct copy of deposition transcript excerpts from the May 3, 2006 deposition of Paul Charnetzki.

14. Attached as Exhibit 12 to this Declaration is a true and correct copy of the Eleventh Report of the Monitor Dated September 19, 2002, filed with the Ontario Superior Court of Justice in the course of the Canadian bankruptcy proceedings of Teleglobe Inc. and certain of its subsidiaries.

I declare under penalty of perjury that the foregoing is true and correct. Executed on May 23, 2006


Stephen J. Marzen